

Fill in this information to identify the case:

Debtor name Pearl Resources, LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (if known): 20-31585-11

☐ Check if this is an amended filing

Official Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From 01/01/2020 to Filing date
MM / DD / YYYY

☒ Operating a business
☐ Other Gross: all owners

\$ 75,297.93

For prior year: From 01/01/2019 to 12/31/2019
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business
☐ Other

\$ 110,000.00

For the year before that: From 01/01/2018 to 12/31/2018
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business
☐ Other

\$ 320,000.04

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From 01/01/2020 to Filing date
MM / DD / YYYY

\$ 0.00

For prior year: From 01/01/2019 to 12/31/2019
MM / DD / YYYY MM / DD / YYYY

\$ 0.00

For the year before that: From 01/01/2018 to 12/31/2018
MM / DD / YYYY MM / DD / YYYY

\$ 0.00

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. (Separate sheet attached.) Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
5.2.	Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

	Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
	Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

Last 4 digits of account number: XXXX- _____

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	(Separate sheet attached.)	_____	Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	Case title _____ Case number _____	_____	Court or agency's name and address Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address

Description of the property

Value

Custodian's name

Case title

\$

Court name and address

Street

Name

City

State

ZIP Code

Case number

Street

Date of order or assignment

City

State

ZIP Code

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address

Description of the gifts or contributions

Dates given

Value

9.1.

Recipient's name

Street

City

State

ZIP Code

Recipient's relationship to debtor

\$

9.2.

Recipient's name

Street

City

State

ZIP Code

Recipient's relationship to debtor

\$

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred

Amount of payments received for the loss

Date of loss

Value of property lost

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

\$

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	<u>Walter J. Cicack</u>		<u>2/21/2020</u>	\$ <u>20,000.00</u>
	Address			
	<u>Hawash, Cicack & GAston, LLP</u>			
	Street			
	<u>3401 Allen Parkway, Suite 200</u>			
	<u>Houston, Texas 77019</u>			
	City State ZIP Code			
	Email or website address			
	<u>https://hcgllp.com</u>			
	Who made the payment, if not debtor?			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$ _____
	Address			
	Street			
	City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$ _____
Trustee			

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

	Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1.	(Separate sheet attached.)			\$
	Address			
	Street			
	City	State	ZIP Code	
	Relationship to debtor			
	Who received transfer?			\$
13.2.				
	Address			
	Street			
	City	State	ZIP Code	
	Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy
14.1.	203 Paul Revere Drive (2 day occupancy, flooded by Harvey) Street (but NOT 118 Paul Revere Drive: Pearl's current address) Houston, Texas 77024 City State ZIP Code	From 08/24/2017 To 08/26/2017
14.2.	952 Echo Lane Street Suite 370 Houston, Texas 77024 City State ZIP Code	From 05/05/2012 To 08/24/2017

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.1.

Facility name

Street

City State ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
- ☐ Paper

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.2.

Facility name

Street

City State ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
- ☐ Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☒ Yes. State the nature of the information collected and retained. Miner!Owner, Vendor: AddressSSN, BankRoutingForSome

Does the debtor have a privacy policy about that information?

- ☐ No
- ☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

Name of plan

Employer identification number of the plan

EIN: _ _ _ - _ _ _ _ _

Has the plan been terminated?

- ☐ No
- ☐ Yes

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	m _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$
Street			
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	<u>Pearl Resources ...</u> Name <u>.. Operating Co., LLC</u> Street <u>118 Paul Revere Drive</u> <u>Houston, Texas 77024</u> City State ZIP Code	<u>Wholly-owned subsidiary of Pearl Resources, LLC & listed as one of two debtors in contemporaneous filings.</u>	EIN: <u>4 6 - 1 8 6 9 2 4 6</u> Dates business existed From <u>2012</u> To <u>Present</u>
25.2.	<u>Business name and address</u> Name Street City State ZIP Code	<u>Describe the nature of the business</u>	<u>Employer Identification number</u> Do not include Social Security number or ITIN. EIN: _____ Dates business existed From _____ To _____
25.3.	<u>Business name and address</u> Name Street City State ZIP Code	<u>Describe the nature of the business</u>	<u>Employer Identification number</u> Do not include Social Security number or ITIN. EIN: _____ Dates business existed From _____ To _____

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Dates of service

26a.1. Whitley Penn LLP (in role as bookkeepers only)
 Name
(WP has remote access to electronic ledgers kept at Debtors' offices.)
 Street
3737 Buffalo Speedway, Suite 1600
Houston, Texas 77098
 City State ZIP Code

From about 2017 To Present

Name and address

Dates of service

26a.2. _____
 Name

 Street

 City State ZIP Code

From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

Name and address

Dates of service

26b.1. _____
 Name

 Street

 City State ZIP Code

From _____ To _____

Name and address

Dates of service

26b.2. _____
 Name

 Street

 City State ZIP Code

From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are unavailable, explain why

26c.1. Pearl Resources, LLC
 Name
Pearl Resources Operating Co. LLC
 Street
118 Paul Revere Drive
Houston, Texas 77024
 City State ZIP Code

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11

Name and address **If any books of account and records are unavailable, explain why**

26c.2. _____

Name _____

Street _____

City _____ State _____ ZIP Code _____

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

26d.1. _____

Name _____

Street _____

City _____ State _____ ZIP Code _____

Name and address

26d.2. _____

Name _____

Street _____

City _____ State _____ ZIP Code _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
<u>Myra A. Dria, Manager of Pearl Resources, LLC</u>	<u>11/30/2019</u>	<u>\$ 4,673,488.61</u>

Name and address of the person who has possession of inventory records

27.1. Pearl Resources, LLC

Name _____

118 Paul Revere Drive

Street _____

Houston, Texas 77024

City _____ State _____ ZIP Code _____

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11

Name of the person who supervised the taking of the inventory

Date of
inventoryThe dollar amount and basis (cost, market, or
other basis) of each inventoryMyra A. Dria, Manager of Pearl Resources, LLC11/30/2018

\$ _____

Name and address of the person who has possession of inventory records

27.2. Pearl Resources, LLC
 Name
118 Paul Revere Drive
 Street
Houston, Texas 77024
 City State ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
<u>Myra A. Dria</u>	<u>118 Paul Revere Dr, Houston 77024</u>	<u>Sole Member&Manager</u>	<u>100%</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No☐ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. _____ Name	_____	_____	_____
_____ Street	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
City State ZIP Code	_____	_____	_____
Relationship to debtor	_____	_____	_____
_____	_____	_____	_____

Debtor Pearl Resources, LLC
NameCase number (if known) 20-31585-11

Name and address of recipient

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No☒ Yes. Identify below.

Name of the parent corporation

Pearl Resources, LLC

Employer Identification number of the parent corporation

EIN: 4 6 - 1 3 3 7 4 8 7

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: - **Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/27/2020
MM / DD / YYYY

x Myra Dria
Signature of individual signing on behalf of the debtor

Printed name Myra Dria

Position or relationship to debtor Sole Member and Manager

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No☒ Yes

	A	B	C	D	E	F	G	H	I	J	K	L	M
1													
2					Pearl Resources, LLC								
3					Case Number: 20-31585-11								
4					Official Form 207 Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (4/16)								
5					Part 2: Certain Transfers Made Before Filing for Bankruptcy								
6					3. Certain Payments or Transfers to Creditors within 90 Days before Filing this Case								Reasons for Payment or Transfer
7													Secured debt,
8													Unsecured loan repayments,
9													Suppliers or Vendors;
10													Services, Other
11					Creditor's Name	Creditor's Address: Street	City	State	Zip	Dates	Ref. #	Total Amount or Value	
12					Pearl Resources Operating Co., LLC	118 Paul Revere Drive	Houston	Texas	77024	3/11/2020	Transfer	\$ 470.38	Other (Funding to subsidiary)
13					Pearl Resources Operating Co., LLC	118 Paul Revere Drive	Houston	Texas	77024	3/2/2020	Transfer	\$ 7,000.00	Other (Funding to subsidiary)
14					Pearl Resources Operating Co., LLC	118 Paul Revere Drive	Houston	Texas	77024	2/28/2020	Transfer	\$ 10,000.00	Other (Funding to subsidiary)
15					Pearl Resources Operating Co., LLC	118 Paul Revere Drive	Houston	Texas	77024	2/21/2020	Transfer	\$ 10,000.00	Other (Funding to subsidiary)
16					Liz Chapman, Pecos County Clerk	200 S. Nelson	Ft. Stockton	Texas	79735	2/12/2020	1012	\$ 30.00	Services
17													
18					Dore Rothberg McKay	17171 Park Row, Suite 160	Houston	Texas	77084	1/14/2020	Wire	\$ 20,000.00	Services
19												<u>\$ 47,500.38</u>	

Pearl Resources, LLC

Case Number: 20-31585-11

Official Form 207 Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 3: Legal Actions or Assignments

7. Legal Actions, administrative proceedings, court actions, executions, attachments, or governmental audits

1. Cause No. P-7797-83-CV; *RH Trucking LLC and Ricardo and Adelaida Huitron vs. Pearl Resources and PDS Drilling LLC*; In the 83rd Judicial District Court of Pecos County, Texas;
2. Cause No. P-7797-B-83-CV; *Transcon Capital, LLC vs. Pearl Resources LLC and Pearl Resources Operating Co. LLC*; In the 83rd Judicial District Court of Pecos County, Texas and Appeal No. 08-19-00288-CV; *Pearl Resources Operating Co. LLC, et al. vs. Transcon Capital, LLC*; In the Eighth Court of Appeals, El Paso, Texas;
3. No. CC19508; *Cavalry Energy Services, Inc. vs. PDS Drilling LLC, Pearl Resources LLC, and Pearl Resources Operating Co. LLC*; In the County Court at Law of Midland County, Texas;
4. Civil Action No. 4:17-cv-03158; *Evanston Insurance Company and RSUI Indemnity Company vs. PDS Drilling LLC, Pearl Resources LLC, and Pearl Resources Operating Co. LLC*; In the United States District Court for the Southern District of Texas, Houston Division.
5. Cause No. P-7880-83-CV; *Nabors Drilling Technologies USA, Inc. vs. Pearl Resources LLC, et al.*; In the 83rd Judicial District Court of Pecos County, Texas;
6. Cause No. P-7824-83-CV; *Pearl Resources Operating Co. LLC and Pearl Resources LLC vs. Pilot Thomas Logistics LLC, Maverick Oil Tools LLC, and Allied OFS, LLC*; In the 83rd Judicial District Court of Pecos County, Texas;
7. No. CC19488; *Vaquero Oilfield Services, LLC vs. PDS Drilling, Pearl Resources LLC, and Pearl Resources Operating Co. LLC*; In the County Court at Law of Midland County, Texas;
8. Appeal No. 08-19-00096-CV; *Pearl Resources LLC, and Pearl Resources Operating Co. LLC vs. Charger Services LLC*; In the Eighth Court of Appeals, El Paso, Texas;
9. Cause No. P-12107-112-CV; *Von Directional Services, LLC vs. PDS Drilling LLC, Pearl Resources LLC, and Pearl Resources Operating Co. LLC*; In the 112th Judicial District Court of Pecos County, Texas;
10. Cause No. 2019-29482; *Pearl Resources Operating Co. LLC, et al. vs. Mendford Trucking LLC*; In the 61st Judicial District Court of Harris County, Texas;
11. Cause No. 2020-14427; *Pearl Resources Operating Co. LLC, et al. vs. M&W Hot Oil*; In the 113th Judicial District Court of Harris County, Texas.

Pearl Resources, LLC

Case Number: 20-31585-11

Official Form 207 Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 6: Certain Payments or Transfers

13. Transfers no already listed on this statement

The transfer of 635.22 acres of State-owned mineral leasehold was taken by The Texas General Land Office involuntarily from the Debtor on February 11, 2020.

This involuntary taking is currently under challenge by the Debtor.

There was nothing owed by Debtor to The Texas General Land Office other than the GLO wanted wells drilled, whether prudent or not.

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2						Pearl Resources, LLC				
3						Case Number: 20-31585-11				
4						Official Form 207 Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (4/16)				
5						Part 13: Details About the Debtor's Business or Connections to Any Business				
6						27. Inventories				
7										
8						Description	Cost			
9										
10						Summary				
11										
12						Garnet State battery and wellsite				
13										
14						Equipment	\$3,054,881.00			
15										
16						Brandenburg battery and wellsite				
17										
18						Equipment	1,545,285.60			
19						Pipes and fittings	71,282.01			
20							1,616,567.61			
21										
22						Crude oil in lease tanks	1,000.00			
23						Crude oil in lease tanks	1,000.00			
24							2,000.00			
25										
26						Brandenburg battery and wellsite	1,618,567.61			
27										
28										
29						Total	\$4,673,448.61			
30										
31										
32										

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7									
8				Pearl Resources LLC					
9				Oil Lease Property & Crude Petroleum in Tanks					
10									
11				Owned Equipment					
12				Make/Model	Value		Location	Loss Payee	
13									
14				3 Phase Separator - SN-U-1032 CO-157461 DT-157461	\$ 11,041.50		Brandenburg #1		
15				Kimray Backpress - Model - 230-SGT-BP-D/SN-2130111192	625.69		Brandenburg #1		
16				Kimray Backpress - Model - 230-SGT-BP-D/SN-213010115	625.69		Brandenburg #1		
17				Dump Valve - Model -250-SMT-PB-PO-D/SN-2131491044	1,513.75		Brandenburg #1		
18				Dump Valve - Model -250-SMT-PB-PO-D/SN-2131491045	1,513.75		Brandenburg #1		
19				Pop off - SN-	450.00				
20				Level Controllers	625.00				
21									
22				2-Phase Separator - SN-301V	6,348.50		Brandenburg #1		
23				2-Phase Separator - SN-New	8,500.00				
24				Dump Valve Kimray - Model - 225- SOA-D/SN-2122781778	650.00		Brandenburg #1		
25				Kimray Backpress - Model - 230-SGT-BP-D/SN-2130781796	625.69		Brandenburg #1		
26				Kimray Backpress - Model - 230-SGT-BP-D/SN-2130040399	625.69		Brandenburg #1		
27				Pop off - SN-808407	650.00				
28									
29				Heater F34118 4x20	18,002.75		Brandenburg #1		
30				Dump Valve - 26SWA - SN-2131821082	233.79		Brandenburg #1		
31				Dump Valve - 26SWA - SN-2131821085	233.79		Brandenburg #1		
32				Backpress - Model - 230 - SGT-BP-D/SN-2132330265	625.69		Brandenburg #1		
33				Backpress - Model - 230 - SGT-BP-D/SN-213205024	625.69		Brandenburg #1		
34				Pop off - SN-	650.00		Brandenburg #2		
35				Turbine Meter with readout	1,250.00		Brandenburg #3		
36				Turbine Meter with readout	1,250.00		Brandenburg #4		
37									
38				Roper Pump - Figure - 10188/SN-G-765838	1,585.86		Brandenburg #1		
39				Cole Parmer pump					
40				Water Tank - G-5707-13	11,742.50		Brandenburg #1		
41				Water Tank - G-5658-13	11,742.00		Brandenburg #1		
42									
43				Oil Tank - A-12037	13,237.00		Brandenburg #1		
44				Oil Tank - F-54477	14,873.00		Brandenburg #1		
45									
46				Generator - Model - 2785130100 SN-2070178	9,000.00		Brandenburg #1		
47									
48				Chemical Pumps - H34642	2,257.01		Brandenburg #1		
49				Chemical Pumps - h36407	8,480.77		Brandenburg #1		
50				Chemical Pumps - H36406	8,480.77		Brandenburg #1		
51									
52				Motor Valve -Model - ABZ-E860SR/SN-CJ120223	5,000.00		Brandenburg #1		
53									
54				Gas Lift Equipment GMC278-15L80PC 7" Nickel-plated/SS 314 Packer	15,858.00		Brandenburg #1		
55				2 7/8" installed tubing (212 joints) 0.217" wall L-80 6.5 #/ft AB MOD					
56				threads and 2 7/8" tubing inventory (51 joints)	90,000.00		Brandenburg #1	\$5.12/ft	
57				Installed PUP joints: 4' + 1' + 10' and PUP joint inventory : 2', 6', 8'	1,497.00		Brandenburg #1		
58				Backpress Valve 312 SGT	625.69		Brandenburg #1		
59				WELLHEAD EQUIPMENT					
60				Gate Valves (Qty. 4) Part #710-000-29FSS	10,825.00		Brandenburg #1		
61				Gate Valve w/ Actuator & Manual Override Part #710-000-25AC	4,409.02		Brandenburg #1		
62				Adapter/Flange Part #706-000-75295B2NP	1,282.76		Brandenburg #1		
63				Tee Studded Part #720-000-2925TNP	1,396.43		Brandenburg #1		
64				Adapter/Flange Part #706-000-75710	7,887.10		Brandenburg #1		
65				Valve Gate Part#710-000-7F5	8,389.38		Brandenburg #1		
66				Valve Gate (Qty.2) Part #710-000-11316	2,203.97		Brandenburg #1		
67				Choke	3,546.54		Brandenburg #1		
68				WELL EQUIPMENT					
69				Tubing/Couplings/Joints (10,300')	74,618.30		Brandenburg #1		
70				Casing (7" BTC) Inventory	55,175.13		Brandenburg #1		
71				Casing (7" LTC) Inventory	240,273.19		Brandenburg #1		
72				Casing (7" x-over)	1,303.84		Brandenburg #1		
73				Casing (5") Inventory	39,357.00		Brandenburg #1		
74									

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10								
11			Owned Equipment					
12			Make/Model	Value		Location	Loss Payee	
13								
75			FACILITY EQUIPMENT & SAFETY					
76			Flare Stack	32,000.00		Brandenburg #1		
77			Pipe Racks (Qty. 5 sets)	32,475.00		Brandenburg #1		
78			Gate/Fencing Perimeter of 3 acre pad	42,000.00		Brandenburg #1		
79			H2S Safety Equipment - 4- SCBA + NEMA 4x Alarm Controller	29,387.86		Brandenburg #1		
80			Air cascade system - 4 3500 psi air cylinders	6,505.00		Brandenburg #1		
81			PLC On Site Tank and H2S Real-time Call-out and Monitoring System	41,770.12		Brandenburg #1		
82			4 1-K-20-G chemical fire extinguishers	2,099.00		Brandenburg #1		
83			VRU	12,500.00		Brandenburg #1		
84								
85			Pumping Unit concrete base and prime mover	11,500.00		Brandenburg #0		
86			Pumping Unit SLS 640-365-168 TH Shores Lift Serial SLS14-1510	123,579.69		Brandenburg #1		
87			BELTS, SHEAVES, AND HUBS	6,000.00		Brandenburg #1		
88			50k LOAD CELL	5,000.00		Brandenburg #1		
89			CB-36-O	4,800.00		Brandenburg #1		
90			CHAT	700.00		Brandenburg #1		
91			AJAX E42 RECONDITIONED	31,500.00		Brandenburg #1		
92			TAPERED KD TENARIS SUCKER RODS (this one in well, other backup on location)					
93			112 1" tenaris kd Sucker Rods 2/sht and guides	25,000.00		Brandenburg #1		
94			72 7/8" tenaris kd sucker rods w/fst and 2 guides	12,250.00		Brandenburg #1		
95			47 7/8" Tenaris KD sucker rods w/FST and no guides	4,800.00		Brandenburg #1		
96			74 3/4" Tenaris KD Sucker Rods w/FST and 2 guides	8,500.00		Brandenburg #1		
97			87 3/4" Tenaris KD Sucker Rods w/FST and no guides	6,500.00		Brandenburg #1		
98			8 3/4" Tenaris KD Sucker Rods w/FST and 4 guides	1,500.00		Brandenburg #1		
99			14 1.5" Class C sinker bars 2 3/4 FSC	4,200.00		Brandenburg #1		
100			1" 7/8" 3/4" pony rods set	1,200.00				
101			1" 7/8" 3/4" x-over couplings	100.00				
102			Donnan DH Rod Pump 25-150-RHBC-24-6-0.5 HT BRNY MP upgraded	6,500.00				
103			Tubing Anchor 7" x 2-7/8" with carbide slips	5,700.00				
104			1 1/2" x 22 polish rod w/1" pin	200.00				
105			1 1/2" x 1 3/4" x 16 Polish Rod liner	220.00				
106			3 bolt polish rod clamps	194.00				
107			3 stab bar 7/8" x 40" w/ 3/4" pin	220.00				
108			Surface Well head hook up assy including stuffin box, pumping tee, nipples	5,000.00				
109			and valves all for H2S service					
110			Rod Rotator	1,500.00				
111			Right hand release back off CPLG	250.00				
112								
113			49 7/8" tenaris kd sucker rods w/fst and 4 guides	12,250.00		Brandenburg #1		
114			47 7/8" Tenaris KD sucker rods w/FST and no guides	4,800.00		Brandenburg #1		
115			96 3/4" Tenaris KD Sucker Rods w/FST and 4 guides	8,500.00		Brandenburg #1		
116			78 3/4" Tenaris KD Sucker Rods w/FST and no guides	6,500.00		Brandenburg #1		
117			97 joints 2" lined pipe	3,300.00				
118			42 joints 2 7/8" tubing L-80 6.5#	49,700.70				
119								
120			2 game cameras w/SD cards	450.00				
121								
122			Cargo Container - 8'x 40'	4,250.00		Brandenburg #1		
123			Ajax DPC140 - compressor package	85,000.00		Brandenburg #1		
124			Kimray pressure control valve	950.00		Brandenburg #1		
125			Kimray pressure control valve	950.00		Brandenburg #1		
126			Kimray pressure regulators	550.00		Brandenburg #1		
127			Kimray pressure regulators	550.00		Brandenburg #1		
128			Turbine Meter with readout	1,250.00		Brandenburg #1		
129			Manual bypass valve - 2" globe valve	650.00		Brandenburg #1		
130								
131			Diesel Fuel Tank with Stand-500 gal	995.00		Brandenburg #1		
132			Diesel Fuel Tank with Stand-500 gal	995.00		Brandenburg #1		
133			Diesel Fuel Tank with Stand-500 gal	995.00		Brandenburg #1		
134			Diesel Fuel	1,000.00		Brandenburg #2		
135			Pipe, fittings, valving	71,500.00		Brandenburg #1		
136			8 ft game fencing with 15 ft cantilevered gate.1500 ft installed	55,000.00		Brandenburg #1		
137								
138			Overhead Static Lightening Protection	10,802.07		Brandenburg #1		
139								
140			Unit #1, Light Tower, Engine #D1005-1DW2749, Generator # 0001708463	8,450.00		Brandenburg #1 Well - Pecos, TX		

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7									
8				Pearl Resources LLC					
9				Oil Lease Property & Crude Petroleum in Tanks					
10									
11				Owened Equipment					
12				Make/Model	Value		Location	Loss Payee	
13									
141				Unit #2, Light Tower, Engine #D1005-IDW2746, Generator					
142				#0001708465	8,450.00		Brandenburg #1 Well - Pecos, TX		
143				Road and gates across Sec 44 and 39.5	35,000.00		Brandenburg #1 Well - Pecos, TX		
144				Total Flow Gas meter run (Fleaux Services)	5,082.93		Brandenburg #1 Well - Pecos, TX		
145				Equipment Total:	1,545,285.60				
146									
147				Crude Petroleum in Tanks Limit \$55,000	1,000.00		55	55000	
148									
149				Total Equipment and Crude Oil in tanks	\$1,546,285.60				
150									

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Pearl Resources, LLC
Case Number: 20-31585-11
Official Form 207 Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (4/16)
Part 13: Details About the Debtor's Business or Connections to Any Business
27. Inventories

Equipment Inventory - Brandenburg #1

Pearl Resources, LLC

Date: 29 and 30 Oct

Item:	Count	Size	Fitting Type	Unit Price	Est cost for Installed Equip.
67	6	3/4"	nipple <12"	2.22	13.32
68	1	3/4"	TEE	5.6	5.60
69	1	3/4" x 1/4"	bushing - SS	15	15.00
70	2	4"	45 deg elbow - fiberglass	77.74	155.48
71	2	4"	45deg elbow	71.06	142.12
72	0	4"	90deg elbow	95	-
73	3	4"	ball valve - CS	216	648.00
74	2	4"	bull plug	61.84	123.68
75	0	4"	check valve - CS	185.34	-
76	1	4"	Dresser Sleeve - CS	250	250.00
77	8	4"	nipple <12"	45	360.00
78	0	4"	nipple >12"	-	-
79	0	4"	pipe - fiber glass	-	-
80	32	4"	pipe - steel	10.17	325.44
81	1	4"	TEE	220.48	220.48
82	1	4"	union - hammer union Fig 100	65.12	65.12
83	1	4"	VIC butterfly valve	485.9	485.90
84	2	4"	Vic coupling	68.73	137.46
85	2	4"	Vic x Thrd - CS nipple	55	110.00
86	0	4" x 1"	reducer	-	-
87	0	4" x 1/2"	reducer	-	-
88	6	4" x 2"	reducer	60.08	360.48
89	10	4" x 3"	reducer	82.65	826.50
90	1	special	1" Pressure Regulator - Wellmark 1PR 1630S 5-20psi	194.66	194.66
91	1	special	1" x 1/2" reducer	15.8	15.80
92	1	special	1" x 2" fuel gas pot - HT fuel	-	-
93	1	special	1/4" gas measurement bulb	55	55.00
94	1	special	1/4" pressure regulator - Wellmark 2004 PR 0-225	336.54	336.54
95	2	special	2" CS THRD x poly	50	100.00
96	1	special	2" ESD valve - Tanklogix	6000	6,000.00
97	0	special	2" Kimray - #212 SGT BP	338.86	-
98	0	special	2" Kimray - #250 SMT PB PO-D	450	-
99	0	special	2" Kimray - 26 SWA	300	-
100	0	special	2" Kimray Dump Valve - 225 SOA-D	250	-
101	1	special	2" mixer - stainless steel	600	600.00
102	0	special	2" NuFlo TFM - 9A-10101183-01 w/ Totalizer	1200	-
103	0	special	2" PSV - Mercer Valve 2"x2" 81-43251V09G11	282.66	-
104	0	special	2" Tubine Flow Meter with digital readout - VIC x VIC	900	-
105	1	special	2" x 2" PSV - unknown	282.66	282.66
106	3	special	3" CS THRD x poly	75	225.00
107	1000	special	3" poly pipe	2.03	2,030.00
108	1	special	3" poly x poly	125	125.00
109	1	special	ESD pilot controller - High/Low	1250	1,250.00
110	2	special	Kimray - 2" gas regulator - 230 SGT-BP-D	578	1,156.00
111	1	special	3"PCC (pollution control bucket) - #301 w/ truck conn.	398.4	398.40
112	1	special	4" PCC (pollution control bucket) - #301 w/o truck conn.	414.4	414.40
113	2	special	1/4" ball valve with short nipple	25	50.00
114	0	special	diesel tank - 500 gallon	795	-
115	0	special	3" x 2" poly reducer	125	-
116	0	special	2" THRD x poly	85	-
117	0	special	level controls	225	-
118	0	special	7" casing	15	-
119	0	special	5-1/2" casing	12	-
120	0	special	2-3/8" 8RD new tubing	4.5	-
121	0	special	2-3/8" 8RD yellow band	4	-
122	0	special	2-7/8" tubing	5.12	-
123	0	special	2-3/8" tubing red band	2.25	-
124	1	special	misc chemical injection tubing and fittings	3000	3,000.00
125	1	special	electrical control panel - tranfer pump	2760.44	2,760.44

total: 64,801.83
10% adder for misc: 6,480.18
grand total: \$ 71,282.01